

Porterfield Robert
Form 3
November 04, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Porterfield Robert | | (Month/Day/Year) | NATIONAL INSTRUMENTS CORP /DE/ [NATI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/01/2004 | | |
| 11500 N. MOPAC EXPWY | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President | |
| AUSTIN,Â TXÂ 78759 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 18,287 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|---------------------------|------------|-----------------|--------|------------|-------------------|-----------|
| Employee Stock Option (Right to Buy) | 03/13/1995 ⁽¹⁾ | 03/13/2005 | Common Stock | 4,725 | \$ 4.2963 | D | Â |
| Employee Stock Option (Right to Buy) | 03/20/1996 ⁽¹⁾ | 03/20/2006 | Common Stock | 5,062 | \$ 5.9259 | D | Â |
| Employee Stock Option (Right to Buy) | 03/19/1997 ⁽¹⁾ | 03/19/2007 | Common Stock | 4,387 | \$ 9.6297 | D | Â |
| Employee Stock Option (Right to Buy) | 03/19/1998 ⁽¹⁾ | 03/19/2008 | Common Stock | 1,350 | \$ 15.3055 | D | Â |
| Employee Stock Option (Right to Buy) | 03/19/1998 ⁽²⁾ | 03/19/2008 | Common Stock | 3,375 | \$ 15.3055 | D | Â |
| Employee Stock Option (Right to Buy) | 03/24/1999 ⁽¹⁾ | 03/24/2009 | Common Stock | 2,250 | \$ 12.2222 | D | Â |
| Employee Stock Option (Right to Buy) | 03/22/2000 ⁽²⁾ | 03/22/2010 | Common Stock | 3,000 | \$ 32.0833 | D | Â |
| Employee Stock Option (Right to Buy) | 03/21/2001 ⁽²⁾ | 03/21/2011 | Common Stock | 6,000 | \$ 21.0417 | D | Â |
| Employee Stock Option (Right to Buy) | 04/16/2003 ⁽²⁾ | 04/16/2013 | Common Stock | 3,000 | \$ 20.12 | D | Â |
| Employee Stock Option (Right to Buy) | 03/24/2004 ⁽²⁾ | 03/24/2014 | Common Stock | 4,000 | \$ 29.85 | D | Â |
| Employee Stock Option (Right to Buy) | 03/13/1995 ⁽¹⁾ | 03/13/2005 | Common Stock | 4,725 | \$ 4.2963 | I | by Spouse |
| Employee Stock Option (Right to Buy) | 03/20/1996 ⁽¹⁾ | 03/20/2006 | Common Stock | 4,725 | \$ 5.9259 | I | by Spouse |
| Employee Stock Option (Right to Buy) | 03/19/1997 ⁽²⁾ | 03/19/2007 | Common Stock | 11,812 | \$ 9.6297 | I | by Spouse |
| Employee Stock Option (Right to Buy) | 03/19/1997 ⁽¹⁾ | 03/19/2007 | Common Stock | 1,687 | \$ 9.6297 | I | by Spouse |
| Employee Stock Option (Right to Buy) | 03/19/1998 ⁽¹⁾ | 03/19/2008 | Common Stock | 1,350 | \$ 15.3055 | I | by Spouse |
| Employee Stock Option (Right to Buy) | 03/19/1998 ⁽²⁾ | 03/19/2008 | Common Stock | 7,874 | \$ 15.3055 | I | by Spouse |
| Employee Stock Option (Right to Buy) | 03/24/1999 ⁽²⁾ | 03/24/2009 | Common Stock | 4,499 | \$ 12.2222 | I | by Spouse |
| Employee Stock Option (Right to Buy) | 03/22/2000 ⁽²⁾ | 03/22/2010 | Common Stock | 6,000 | \$ 32.0833 | I | by Spouse |
| Employee Stock Option (Right to Buy) | 03/21/2001 ⁽²⁾ | 03/21/2011 | Common Stock | 6,000 | \$ 21.0417 | I | by Spouse |
| | 04/16/2003 ⁽²⁾ | 04/16/2013 | | 3,000 | \$ 20.12 | I | by Spouse |

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| | | | | | | | | |
|---|---------------------------|------------|-----------------|-------|------------|---|-----------|--|
| Employee Stock Option (Right to Buy) | | | Common Stock | | | | | |
| Employee Stock Option (Right to Buy) | 03/24/2004 ⁽²⁾ | 03/24/2014 | Common Stock | 4,000 | \$ 29.85 | I | by Spouse | |
| Employee Stock Option (Right to Buy) | 03/20/2002 ⁽¹⁾ | 03/20/2012 | Common Stock | 1,500 | \$ 27.9467 | D | Â | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Porterfield Robert 11500 N. MOPAC EXPWY AUSTIN, TX 78759 | Â | Â | Â Vice President | Â |

Signatures

David G. Hugley as attorney-in-fact for Robert Porterfield 11/04/2004

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Options vest and become exercisable ratably over a 60-month period from the date of the grant.
- (2) Options vest and become exercisable after the date of grant based on time and performance milestones set by the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.